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June 24, 2016

Division of Corporations PO Box 6327 Tallahassee, FL 32314

Re: Straude, Inc. Conversion of Missouri Corporation to Florida Corporation

To Whom It May Concern:

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.115, F.S.

Please return the certificate of status and certified copy in the enclosed self-addressed, stamped envelope.

Should you have any questions, please call me at (863) 676-7611.

Sincerely,

David G. Fisher

DGF/jb Enclosures



## CERTIFICATE OF CONVERSION For "OTHER BUSINESS ENTITY" Into FLORIDA PROFIT CORPORATION

This Certificate of Conversion and Attached Articles of Incorporation are submitted to convert the following "Other Business Entity" into a Florida Profit Corporation in accordance with s. 607.1115, Florida Statutes.

- 1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is STAUDE, INC.
- 2. The "Other Business Entity" is a corporation, first organized, formed or incorporated under the laws of Missouri on 10-26-2005.
- 3. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation is STAUDE, INC., a Florida corporation.
- 4. The plan of conversion was approved by the converting corporation as required by the governing law of the converting corporation and by Chapter 607, Florida Statutes.
  - 5. This conversion is effective on the date this Certificate of Conversion is filed.
- 6. The corporation agrees that it may be served with process in the state of Missouri in any action, suit or proceeding for enforcement of any obligation of the corporation arising while it was a corporation of Missouri, and it irrevocably appoints the secretary of state of Missouri as its agent to accept service of process in any such action, suit or proceeding, and a copy of the such service of process shall be mailed by the secretary of state to 2216 St. George Drive, Davenport, FL 33837.

Signed this 24th day of June, 2016.

#### FLORIDA PROFIT CORPORATION

STAUDE, INC., a

Florida Corporation

Name: Patricia F. Staude
Title: President and Secretary

**OTHER BUSINESS ENTITY** 

STAUDE, INC., a

Missouri Copporation

Name: Patricia F. Staude Title: President and Secretary 6 JUH 28 PH 1:5

#### ARTICLES OF INCORPORATION

#### **OF**

#### STAUDE, INC.

(a corporation for profit)

The undersigned, for the purpose of forming a corporation for profit under the provisions of the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation.

#### ARTICLE I NAME

The name of this corporation is **STAUDE**, **INC**.

## ARTICLE II DURATION

This corporation shall have perpetual duration. The corporate existence shall begin with the date and time of the filing of these Articles of Incorporation by the Florida Department of State.

## ARTICLE III PURPOSES AND POWERS

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

The corporation shall have all the rights, privileges and powers now or hereafter available to corporations for profit under the laws of the State of Florida.

#### ARTICLE IV AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is One Thousand (1,000) shares of common stock. Such shares shall consist of one class only and shall have a par value of \$1.00 per share.

#### ARTICLE V PRINCIPAL OFFICE

The street address of the corporation's initial principal office shall be 2216 St. George Drive, Davenport, FL 33837 and the corporation's initial mailing address shall be the same.

## ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office is 2216 St. George Drive, Davenport, FL 33837, and the name of its initial registered agent at that office is Patricia Staude.

## ARTICLE VII MANAGEMENT OF THE CORPORATION'S AFFAIRS

All corporate powers shall be exercised by, or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors of the corporation.

#### ARTICLE VIII OFFICERS

The officers of the corporation shall consist of a president, a vice president, a treasurer, a secretary, and such other officers as may be authorized by the bylaws. The officers shall be elected by the board of directors. An officer need not be a resident of the State of Florida nor a shareholder of the corporation.

## ARTICLE IX INITIAL OFFICERS

The names of the persons who shall serve as officers of the corporation until the first election of officers by the board of directors are as follows:

President:

Patricia F. Staude

Vice President: Secretary: Stanley Staude Patricia F. Staude

Treasurer:

**Stanley Staude** 

## ARTICLE X BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation shall be two. The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one. Members of the board of directors need not be residents of the State of Florida nor shareholders of the corporation. The directors shall be elected at the first annual shareholders' meeting and at each annual shareholders' meeting thereafter, and shall hold office, in the manner set forth in the bylaws. Directors shall be removed and vacancies filled in the manner provided in the bylaws.

The name and address of each person who shall serve as a member of the initial board of directors are as follows:

Patricia F. Staude 2216 St. George Drive Davenport, FL 33837 Stanley Staude 2216 St. George Drive Davenport, FL 33837

## ARTICLE XI NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator of this corporation are as follows:

Patricia F. Staude 2216 St. George Drive Davenport, FL 33837

## ARTICLE XII BYLAWS

The initial bylaws for the corporation shall be made and adopted by the board of directors of the corporation and may thereafter be amended, altered, or rescinded only in accordance with the provisions of the bylaws or the Florida Business Corporation Act, or any successor thereto.

## ARTICLE XIII MEETINGS OF THE SHAREHOLDERS

Annual and specially called meetings of the shareholders of this corporation shall be held as provided in the bylaws.

## ARTICLE XIV QUORUM AT SHAREHOLDERS' MEETING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders of the corporation.

## ARTICLE XV AMENDMENT OF ARTICLES

The corporation reserves the right to amend these Articles of Incorporation, from time to time, in any and as many respects as may be desired, in accordance with the manners and procedures provided by the Florida Business Corporation Act, or any successor thereto.

The undersigned incorporator, for the purpose of forming this corporation for profit under the laws of the State of Florida, has executed these Articles of Incorporation this  $24^{th}$  day of June, 2016.

Patricia F. Staude

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#### **ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent to accept service of process for the above named corporation, at the place designated, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I state that I am familiar with, and accept, the obligations of my position as registered agent.

Dated: June **24**4, 2016

Patricia F. Staude